

## State Department of Assessments and Taxation

SIGNET BANK BLDG.  
HUBERT WRIGHT, IU, ESQ.  
P.O. BOX 778  
CAMBRIDGE

MD 21613

134C3031254

THE ARTICLES OF INCORPORATION  
OF  
BAY COUNTRY COMMUNICATIONS, INC.

HAVE BEEN RECEIVED AND APPROVED BY THE STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION THIS 27TH DAY OF DECEMBER, 1989, AT 9:41 A.M.  
AND WILL BE RECORDED.

By: DEAN W. KITCHEN  
CORPORATE ADMINISTRATOR

FEE PAIDAMOUNT

ORGANIZATION AND CAPITALIZATION FEE  
RECORDING FEE

20.00  
20.00

TOTAL -

\$40.00

THE ACCOUNT NUMBER WITH THIS OFFICE IS

D2935674

Articles of Incorporation

A/I

ARTICLES OF INCORPORATION  
OF  
BAY COUNTRY COMMUNICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION  
OF MARYLAND DECEMBER 27, 1989 AT 9:41 O'CLOCK A.M. AS IN CONFORMITY  
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND  
CAPITALIZATION FEE PAID

20.00

RECORDING  
FEE PAID

20.00

SPECIAL  
FEE PAID

02935674

TO THE CLERK OF THE COURT OF

QUEEN ANNE'S COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL ENDORSEMENTS THEREON, HAS  
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RETURN TO:  
SIGNET BANK BLDG.  
HUBERT WRIGHT, JR., ESQ.  
P.O. BOX 770  
CAMBRIDGE

MD 21613

134C3031254

A 315590



RECORDED IN THE RECORDS OF THE  
STATE DEPARTMENT OF ASSESSMENTS  
AND TAXATION OF MARYLAND IN LIBER, FOLD



BAY COUNTRY COMMUNICATIONS, INC.

A Maryland Close Corporation,  
Organized Pursuant to Title 4 of the  
Corporations and Associations Article of the  
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: Incorporator. I. J. TODD SHILLING, whose address is 21 Kirwins Landing, Chester, Maryland 21619, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: Name. The name of the Corporation (which is hereinafter referred to as the "Corporation") is:

BAY COUNTRY COMMUNICATIONS, INC.

THIRD: Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: Purposes. The purposes for which the Corporation is formed are as follows:

1. To procure cable television franchises and subscribers; and
2. To provide cable television services; and
3. To engage in any other lawful purposes and/or business and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: Registered Officer and Agent. The address of the principal office of the Corporation in Maryland is 21 Kirwins Landing, Chester, Queen Anne County, Maryland 21619. The name and address of the Resident Agent in Maryland is J. TODD SHILLING, 21 Kirwins Landing, Chester, Queen Anne County, Maryland 21619; said Resident Agent is an individual actually residing in Maryland.

27 b A 8-111 0661

STATE DEPT. OF  
ASSESSMENT & TAXATION

DEC 27 AM 9 41 '89

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6000 487



**SIXTH: Capital Stock.** The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, without par value.

**SEVENTH: Board of Directors.** The management and direction of the Corporation shall be in a Board of Directors composed of Two (2) persons, which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

1. J. Todd Shilling  
21 Kirwins Landing  
Chester, Maryland 21619
2. Joseph L. Shilling  
21 Kirwins Landing  
Chester, Maryland 21619

**EIGHTH:** The following provisions are hereby adapted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

1. The Board of Directors of the Corporation are hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as, or deemed by inference or otherwise in any manner, to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland, now or hereafter in force.

**NINTH:** Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class, now or hereafter authorized, or any securities exchangeable for or convertible



into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

**TENTH:** Duration. The duration of the Corporation shall be perpetual.

**ELEVENTH:** Indemnification of Officers, Agents, Employees. The Corporation shall provide any indemnification required or permitted by the Laws of the State of Maryland and shall indemnify the director, officers, agents and employees as follows:

1. The Corporation shall indemnify any director or officer of the Corporation who was or is a party, or is threatened to be a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was such a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful.

2. The Corporation shall indemnify any director or officer of the Corporation who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was such a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been judged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation, unless and only to the extent that the Court in which such action or suit was brought, or any other Court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such Court shall deem proper.



3. To the extent that a director or any officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 or 2 of this Article NINTH, or in the defense of any claim, issue or matter therein, he or she shall be indemnified against expense (including attorney's fees) actually and reasonably incurred by him or her in connection therewith, without the necessity for the determination as to the standard of conduct as provided for in paragraph 4 of this Article NINTH.

4. Any indemnification under paragraphs 1 or 2 of this Article NINTH (unless ordered by the Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or the officer is proper in the circumstances because he or she has met the applicable standards of conduct set forth in paragraphs 1 and 2 of this Article NINTH. Such determination shall be made (1) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum of disinterested directors is not obtainable, or even if obtainable, if such quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; any determination so made shall be conclusive.

5. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case; upon request the director or the officer shall repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

6. Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

7. Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a share to the benefit of the heirs, executors, and administrators of such person.

IN WITNESS WHEREOF, I have hereunto signed these Articles of Incorporation this 18<sup>th</sup> day of December, 1999, and acknowledge the same to be my act.

R. S. C. A.

J. Todd Shilling (SEAL)  
J. Todd Shilling

STATE OF MARYLAND, DORCHESTER COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 18<sup>th</sup> day of December, 1989, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared J. TODD SHILLING, Incorporator, and made oath in due form of law that the above is true and correct to the best of his knowledge, information and belief.

AS WITNESS my hand and Notarial Seal.

Mary J. Murphy (SEAL)  
Notary Public

My Commission Expires:  
July 1, 1990